

**North Oaks**
PATENT AGENCYNorth Oaks Patent Agency LLC
45 Island Road
North Oaks, MN 55127Direct: (612) 850-1688
Fax: (612) 233-1317
Email: sdempster@noakspa.com

JAN 05 2006

FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
USPTO	Shawn B. Dempster
COMPANY:	DATE:
	January 5, 2006
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
571-273-8300	61
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
	D33-029-03-US
	YOUR REFERENCE NUMBERS:
	09/492,844

Re: **Supplemental Response**

Attached please find a copy of the Supplemental Response to the Office Action dated June 29, 2005 along with accompanying transmittal letters.

If you have any questions, do not hesitate to contact me.

Regards,

Shawn B. Dempster
Reg. No. 34,321
612-850-1688

* Continuation
pgs. 32-61
(+ cover page)

The information contained in this facsimile message is intended only for the use of the individual or entity to whom it is sent. If the recipient of this transmittal is not the intended recipient, or an employee or agent responsible to deliver it to the intended recipient, any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone, and return the original message to us at the above address via the U.S. Postal Service. North Oaks Patent Agency will reimburse your reasonable telephone and postage expenses for doing so. Thank you.

2

As computer hardware prices have plummeted and competition between connectivity providers have increased, access to the Internet has become more and more affordable. As bandwidth increases, greater comfort grows with the medium, and other barriers to consumers' entry are lowered, the number of types of products delivered -- including audio and video -- will drastically increase.

Software applications and other digital products, such as images and fonts, are natural candidates for sales and delivery via the Internet. Browser programs use the equipment and systems required for software programs. Software products can be reviewed and considered online. The sale transaction can be completed online and the delivery can happen where and when the buyer needs it. The natural situation of a web browser in use makes purchasing online easy and meets consumer needs with a unique immediacy. As market research is beginning to show, it's plausible that consumers would be more likely to purchase if they are offered software products through an online purchase and delivery system.

The market research firm IDC estimated that 5-7% of all software will be sold online by the year 2000 (PC Magazine, 5/28/96, pg. 36). If current trends continue, the year 2000 should see the packaged software market over \$10 billion and could well see industry online sales over \$1 billion. Other research indicates that the current 35 million Internet users will grow to a population of 163 million by the 2000. Business-to-business commerce will also expand as the overall online commerce pie expands. Internet software sales will account for a large portion of the estimated totals. North American PC application software sales were over \$9 billion in 1995 and \$10 billion in 1996, according to the Software Publishers Association. The sale of software over the Internet to businesses could become a \$12 billion industry within the next three to five years.

Logistical Considerations

There are two areas of logistical consideration in the challenge of getting to the market. Using a technology based on open standards to sell digital products online means that one must take into account well-publicized concern about security. At the same time, the data gathered must be put to use; information that can be refined to position products where they most likely will be bought must be put in place for the system to be effective. Digital River offers a system that makes the buyers and sellers secure. Tantamount in importance to security issues are issues of the value to an overall marketing strategy of selling online.

Digital River enables the sale and download of software from thousands of sites, including a large network of independent dealers. Digital River provides the backbone system that makes e-commerce sales possible from these many distributed points of entry. In building this unique model, Digital River has recognized that availability, security, and auditability are critical, and it has therefore confronted these issues and developed its capabilities on a much greater scale than individual sites or malls have done.

Digital River has responded to these critical issues with a symbiotic combination of systems, software, and administrative processes. These capabilities ensure the continuous availability of the software products for sale and the availability of sales information into clients.

Security

Synchronized with this availability, Digital River has deployed a series of interdependent security processes that operate on several levels to ensure product security, authenticate buyers, and protect both customers and software vendors. First, firewalls prevent would-be hackers from gaining access to the software products illegally. Beyond the firewalls, these security processes use a massive amount of proprietary code written by Digital River, since no commercially available e-commerce package could meet Digital River's uniquely rigorous standards. This code is known as the Software Defense Mechanism (SDM).

After the credit card authorization, the SDM continues to protect the customer information and the software products themselves through proprietary encryption and other processes. Hackers can't get to the product download screens by experimenting with URLs for example. In addition, Digital River centralizes transactions on a single, secure server (protected by redundant backup) rather than spread across multiple servers, an approach that increases the possible points of failure for the system and the possible entry points for the hacker and thief.

Finally, every credit card transaction uses Secure Socket Layer (SSL), which encrypts transmissions from both the server and end-user sites. The encryptions use a public and private key technology that assigns an undetectable code to the end-user for data transmission to and from the server. So even if hackers might intercept these transmissions, they cannot gain any useful information.

Digital River's SDM contains many safeguards to restrict access only to bona fide buyers. For example, a person's information such as email address, mailing address, and credit card number are matched against a database of known fraud cases. A smart would-be thief might be able to spoof his IP address, but he would find it extremely difficult to spoof all the pieces of required identifying information.

The SDM accumulates information and learns about each user as it performs security profiling based on many discrete variables. So the more illegal attempts that are made, the more effectively the security system thwarts them. For example, users have only a few tries to enter their access number correctly before they are instructed to call Customer Service. Similarly, a customer cannot download software more than a preset number of times in a certain period, or buy one copy of a product and then download 500 copies. These built-in protections of the SDM also prevent spammers from shutting down the network with junk email.

The SDM continually takes network "snapshots," matching all traffic against established rules and procedures. The SDM also includes internal safeguards, protecting the software products and the customer databases from unauthorized access from within Digital River.

Availability

When customers visiting one of the many Web sites enhanced with Digital River functionality click on the product descriptions, they are transparently linked to the Digital River site. The connections to it are fast and reliable, designed to avoid frustrating delays. The software products themselves are kept on an Oracle database that is backed up daily to a safe second site, to ensure that the products are available for download 24 hours a day. Other redundant connections to credit card authorization sites assure that products are available for purchase 24 hours a day.

Besides protecting against hackers and thieves, the SDM offers security for the legitimate customers as well. For example, if a user's transmission is interrupted, or if a customer chooses to do the credit card part of the transaction offline, an "unlock code" option is presented to the user for reentry. The code matches the previous identification and allows further data exchanges.

The Consumer's Experience

Customers begin the process of buying on-line by hitting the purchase button on a client's page. There's no sensation of being suddenly hustled off to another location. Customers won't end up at some foreign-looking page where they have to hunt to find products. Prompts can be easily integrated for customers to purchase additional products, for instance printed manuals or more of your software. The entire transaction takes place in the selling environment created by the client, surrounded by the look and feel of the developer's or dealer's identity, with products presented in a way to encourage sales, with no competition.

Digital River has eliminated the need for the customer to enter their credit card and password data more than once. Less advanced e-commerce systems ask customers to enter this data more than once -- an approach that is more burdensome to the customer and offers more opportunity to the hacker. When the customer data is entered, including the credit card number, an external connection is established to validate the credit card number and authorize the transaction.

It is important to ensure that your software sales site offers products to the consumer in an interesting, user-friendly manner. The design and flow of sites should facilitate the purchasing experience. For example, "buy" buttons should be positioned and sized to make them easy to find. A shopping basket which will hold multiple products will encourage multiple sales increasing average sale size. The online sales system should hold customer information so that the buyer does not have to complete several personal information and credit card screens during the purchase. These are just a few examples of how to optimize your site. While the look and feel of a particular site is in that client's control, the client also can benefit from Digital River's considerable experience in setting up online retail environments.

Software developers and dealers who have developed online sales sites with Digital River have experienced substantial sales increases. For example, Rhode Island Software Systems credits their relationship with Digital River and the development of a comprehensive online sales and delivery system with doubling software sales from their website. Other large software developers and dealers have experienced even larger software sales increases, up to 400% of their pre-online sales and delivery business.

Cross Marketing

Digital River maintains the information gathered from customers in separate databases. Software vendors can mine the data in the databases to which they have access to gain a better understanding of their customers, but other vendors cannot get at that information except by mutual agreement. If two or more companies want to cross-sell or do some product integration, they can agree to unlock each other's database. A powerful data mining capability is matched by commensurate data security.

Digital River notifies the independent software vendors or dealers of each sale by email. And the vendors can also receive graphical and statistical analysis of their commerce activity, which turns log data into useful sales information. This information too is surrounded by rich security features, so it is delivered to authorized vendors in real time at their discretion, while preventing unauthorized access.

Digital River greatly expands the number of stores where a software product can be sold. Instead of one site, there could be 500 sites, or more. Clients need to know that they retain control over how their products are displayed and described -- in short, over the user's initial experience with their products. Digital River enables that control with product information screens that clients design and alter they see fit. Again, matching this new capability is commensurate security, to prevent unauthorized changes.

Digital River also ties out credit card receipts with its own records. Each day the Sales Summary is matched to the Credit Card Report. Summary reconciled data is entered into Digital River's accounting system. That accounting information is then matched to the daily credit card deposits on the company's bank statement. Digital River's system ensures accuracy through the cross-footing of records from internal data such as server logs with external records like credit card transactions.

Auditing and Reporting

Auditability and accuracy in reporting are ensured by a series of steps, matches, and reconciliations performed every day at critical points. For example, the Daily Sales Report as generated from transactions, is matched with the Credit Card Report, which summarizes all charges. Duplicate orders and duplicate charges are voided. Orders for physical goods on backorder, such as manuals, are suppressed until receipt of the backordered inventory. The agreement of Daily Sales Report with the Credit Card Report as adjusted is verified.

7

Digital River's books are audited annually by Arthur Andersen LLP. In addition, Digital River clients wishing to have their own audit of sales performed may do so according to the terms of their contract. A typical audit would use sampling techniques to test transactions and trace the flow of information among all the internal Digital River records as well as external sources such as bank statements and credit card processor statements. The auditors would then issue a report summarizing the procedures performed. In the unlikely event that sales are deemed by the auditors to have been inaccurately reported, outside the maximum established by the client contract, the auditors would proceed to quantify the difference. Digital River would then pay that difference to the client.

Internationalization

Software and digital products sales via the Internet also expand the audience of potential buyers due to the international nature of the medium. Though this is a benefit for software developers and dealers, certain risks and requirements are also inherent in conducting business on an international basis. Export controls and limitations are a primary consideration. Sales to certain nations are prohibited by the United States government. These nations include: Cuba, Iran, Iraq and others. Strict penalties can be imposed by the Federal Government for sales to non-favored nations. Additionally, international shipment of physical products requires special attention to foreign postal rates, requirements and alternate delivery means, as well as local, sales, and ad valorem taxation.

Flexible Architecture

In Digital River's business model, the possibilities for software e-commerce expand substantially, demanding a new level of availability, security, and auditability. The network infrastructure, custom coding, security systems and administrative processes that Digital River has installed work together to provide those critical elements. The anti-fraud and security aspects form an interlocking phalanx of security and accuracy, protecting against security violations, invasions of privacy, and fraud. These defenses flex and move in concert to meet threats as they emerge.

The infrastructure Digital River has put in place is highly scaleable, to support not only the current volume but the steep increases in volume that are projected for software e-commerce. In addition, Digital River stays on top of new technologies like SET, so that when they become operational and desirable to our clients and customers, Digital River will be able to deploy them quickly. The Internet is nothing if not dynamic, and as software e-commerce moves forward, vendors, dealers, and customers can be assured of a framework for sales, delivery, and payment that is safe, efficient, reliable, and accurate.

Digital River as a Partner

Once you've decided to use Digital River, you can expect service that is not only pleasant and responsive, but also a relationship that maximizes the online sales capabilities of your website. The inherent flexibility of using a relational database backend with a customizable storefront allows for timely updates to an online environment that responds immediately to a customer's decision to make a purchase.

To create the seamless transition between an existing website and Digital River's database of products, the first step is to create the look and feel of the existing website. This can be done by recreating buttons, navigable elements, and other graphics to the Digital River's site.

Once individual graphical elements are decided upon and any new pieces, like buttons for buying products, are created for the Digital River site, then a template of what the environment could look like will be created. Arrays of products are chosen for fulfillment within the look and feel of your site. These arrays can be altered to give placement to sales and promotions. The design of this environment is a critical distinction.

Because each client determines the look and feel analogously to the creation of the rest of their Internet presence there is complete control from the seller's end, and since the technology provides a portal into a relational database these arrays can be reconfigured with little more than a phone call. Putting the client in control of the site and the advertising positioning is a great distinction in e-commerce. This flexibility puts the control over coordinating other advertising and promotional vehicles where it should be: with the client. The most effective way to extend your brand onto the Internet is the way in which the potential of buying opportunities created by all of one company's marketing efforts are dovetailed together.

Integration of website advertising and sales information with other advertising media is a key to selling and delivering software and digital products online. The Internet is a unique medium that lends itself to specific types of design parameters, tone, and feel. However, it is imperative that all online advertising and promotions integrate with traditional media. Web sales sites should reflect the look and feel of a company's other advertising. Online advertising should be included under the umbrella of corporate communications, and the new advertising should support the broader message platforms and standards of the traditional advertising.

Internet advertising and promotion should support the positioning goals of the company. The Internet provides a special opportunity to present a company's brand and develop the desired positioning through multiple exposures. Long-term value of the customer supports the use of brand advertising on the Internet as well as the development of software and digital products sales sites.

There are many risks and benefits involved in selling online. Not only must one be concerned with security and accounting, but one must keep enough ahead of each incarnation of the networked marketplace to act strategically. Digital River offers the best way to implement online selling such that customers are happy, the company is effective, and profits are maximized. Not only do the products go to market today but also the architecture for the growth that will surely come from selling those products is in place for tomorrow. Digital River provides a unique opportunity for the software developer and dealer to reap the benefits of increased online sales and revenues while gaining the efficiencies of online delivery of products.

APPENDIX C

Technology Solutions to Electronic Transactions

Technological Challenges to Online Commerce

As in the analog world, selling on the Internet extends far beyond the actual transaction between vendor and customer to encompass before- and after-sale ingredients. Inventory management, customer service, site management and marketing analysis tools, to name a few, have been finely honed over decades in the analog world, and they all have their digital corollaries. Creating an online transaction system that combines all of the service components customers have come to expect from their vendors with the efficiencies promised by the digital world requires a set of tools that takes a holistic view of the selling process and comes from years of experience and business implementation.

A technology solution to selling on the Internet needs to address the same issues as in the analog world, only with digital twists, as well as new concerns specific to the Internet. Making that solution seamless to the customer and easily implemented by the vendor is key to successful electronic commerce. Digital River's proprietary Commerce Operating System provides the unseen infrastructure for the sale and download of software from thousands of developers and dealers, allowing them to concentrate on the store and products instead of the administrative and technical aspects of the transaction. The system is also completely transparent to consumers, allowing vendors to control every aspect of its relationship with their customers, even as Digital River provides the functionality behind the transaction.

Digital River enables the sale and download of software from thousands of sites, including a large network of Independent dealers. Digital River provides the backbone system that makes e-commerce sales possible from these many distributed points of entry. In building this unique model, Digital River has recognized that availability, security, and auditability are critical, and it has therefore confronted these issues and developed its capabilities on a much greater scale than individual sites or malls have done.

Digital River has responded to these critical issues with a symbiotic combination of systems, software, and administrative processes. These capabilities ensure the continuous availability of the software products for sale and the availability of sales information to clients.

Security

For both vendor and customer, security in an online transaction is paramount. Vendors selling electronically-transmittable items, such as software and music, need to be assured that their products are being paid for, the integrity of their systems are assured and their customers' data

are not jeopardized. Consumers continue to rate security as their primary concern when it comes to transactions over the Internet, far surpassing other considerations found in more traditional transactions, including price, selection and customer service.¹

Digital River's proprietary Central Host Management System uses both firewalls and a proprietary security program to safeguard both a vendor's business information and its products, providing stability and auditing functions. The system also addresses the customer's concerns over credit card and personal information by using Secure Socket Layer, a public and private key encryption technology that protects data between the client and server.

Digital River's proprietary Software Defense Mechanism uses multiple safeguards to restrict access to bona fide buyers. For example, a person's information such as e-mail address, mailing address, and credit card number are matched against a database of known fraud cases. A smart would-be thief might be able to spoof his IP address, but he would find it extremely difficult to counterfeit all the pieces of required identifying information.

The SDM profiling accumulates information and learns about each user as it performs security profiling based on many discrete variables, so the more illegal attempts that are made, the more effectively the security system thwarts them. For example, users have only a few tries to enter their access number correctly before they are instructed to call Customer Service. Similarly, a customer cannot download software more than a preset number of times in a certain period, or buy one copy of a product and then download 500 copies. These built-in protections of the SDM also prevent spammers from shutting down the network with junk e-mail.

The SDM continually takes network "snapshots," matching all traffic against established rules and procedures. The SDM also includes internal safeguards, protecting the software products and the customer databases from unauthorized access from within Digital River.

Besides protecting against hackers and thieves, the SDM offers security for the legitimate customers as well. For example, if a user's transmission is interrupted, or if a customer chooses to do the credit card part of the transaction off-line, an "unlock code" option is presented to the user for reentry. The code matches the previous identification and allows further data exchanges.

¹ Eighty-nine percent of 2,161 respondents to the Georgia Institute of Technology's Graphic, Visualization, & Usability (GVU) Center's eighth study on Internet usage cited "security" as being "very important," compared to 36 percent who said the same about "lowest price," 58 percent for "variety" and 61 percent for "customer service."

Scalability

The scalability of a Web site speaks to the concern that online customers cite as the second-most important aspect of a site: reliability.² Just as a real-world business must be equipped to handle fluctuating demand and broad and deep product lines, online businesses must as well. Digital River's solution relies on multiple routines that allow it to maintain thousands of sites and millions of products, balancing systems resources, bandwidth, effective graphic user interface design and maintainability. These tools include, but are not limited to:

- Technical staffing that is stable relative to the number of clients and products.
- Oracle databases running PL/SQL commerce routines dynamically generate HTML screen output that both respond to a specific customer's particular request and conform to effective GUI design practices.
- Supplemental routines using C++ for specific situations, including rendering images.
- PERL scripts for downloading and credit card authorization.

Online stores must never close, so Digital River's system offers multiple redundancies to every aspect of a transaction.

Site Management

While a real-world business must continuously offer new products and services to encourage repeat business, online customers can be equally demanding, expecting selection and prices that reflect real-time inventory and market conditions. Making it easy for a business to adapt product offerings, prices and the interface of the store in response to changing conditions is integral to an effective Web development and maintenance program.

Digital River's proprietary Automated Site Extension System allows the host site to seamlessly extend into the commerce engine. The Commerce Site Construction System allows the client to easily customize individual pages, create specialized commerce channels, use advanced search functions, and specify segments for marketing tests. The highly-automated system allows vendors to select templates and other options to give each site a unique look and feel, coupled with their specific business rules and sales conditions. Again, the seamless nature of the system hides from the consumer the behind-the-scene complexities of the transaction.

² Eighty-four percent of the GUV survey's respondents cited "reliability" as being "very important."

Future iterations of Digital River's system will not only make the setup and maintenance of sites easier but enable a full slate of programmable functions as a set of business rules and conditions that can be graphically implemented and adjusted. A new interface will enable faster response to changing market conditions, the creation of an individual customer understanding, and direct interaction with the customer. Prototype sites will be tested in a secure environment and implemented only when the GUI and business functionalities have been precisely crafted.

Analysis and Reporting

Online stores give vendors unmatched power to analyze the behavior of their customers for future marketing initiatives. Running in conjunction with the commerce system, Digital River's proprietary Commerce Data Warehousing System captures critical statistics not just of what items a customer buys, but also how they buy them. What items they saw and dismissed, how often and at what times they shopped, and, of course, what products they actually purchased can all be used to create selling opportunities in the future. The warehoused data is run through the Commerce Information System to develop real-time, multi-dimensional views of the business, allowing vendors to instantly assess the effect of changes in pricing, marketing campaigns and interface, and examine every aspect of both completed and failed transactions.

Digital River understands, however, that unlocking the true value of information involves stepping beyond collecting and processing data, and the company's Intelligent Commerce Agent will result in a more customer-centric position.

Communication, not information inundation, will drive technical development, allowing vendors to better understand how customers transmit their needs for products and services, as well as communicate to customers their product advantages, provide various kinds of literature, and offer 24-hour support to their customers. Finally, as the Internet continues to gain converts abroad, Digital River's solution will give vendors tools to understand how communication extends across language and cultural boundaries.

Integrated Cross-Selling

While vendors on the Digital River system have exclusive access to their customer information, safe from all other vendors, if two or more companies wanted to cross-sell or create product integration, they can agree to unlock each other's databases, developing even more powerful marketing opportunities.

Combining a customer's history with the Digital River network of dealers and vendors allows parallel businesses to offer complementary products

and coordinate special offers. Programming interfaces that utilize direct database-sharing connections as well as specialized Internet (TCP/IP socket) connections are being developed to enhance product sharing. Related product sales will be automatically identified and clients offered bundled products and cross-sell promotions, helping ensure that the customer has all the necessary products to properly perform their tasks.

Unlike a traditional shopping mall, where each store operates independently of each other, Digital River's clients will be able to harness the vast amount of customer information available across the entire network of vendors.

Personalization

That data gathering will, in part, also allow for a further personalized experience for the consumer.

Versions of Digital River's system currently in development will employ intelligent agents, collaborative filtering and knowledge bases to create a one-to-one shopping experience. Collaborative filtering will take a customer's shopping history, match it against those of thousands of other customers, and create buying opportunities geared towards that person based on the patterns of others like them. Product offerings and advertising will be highly customized to each individual.

Customers will search for products using agents that understand that person's tastes, needs and situation, akin to a personal shopper that knows the customer's wardrobe and can pick a tie to match the suits in that person's closet at a price with which the customer is comfortable. Purchasing histories will give vendors insight into what products a customer will want next, the likelihood that they will upgrade, and their need for updates, allowing vendors to present products that customers might not know they need. Also, customer service will be augmented with real-time or delayed chat-type capabilities where the customer or agent communicated with Digital River representatives or directly with the software developers and vendors.

Auditing

Vendors are assured of audited and accurate reporting of transactions by a series of steps, matches, and reconciliations performed every day at critical points. For example, the Daily Sales Report as generated from transactions, is matched with the Credit Card Report, which summarizes all charges. Duplicate orders and duplicate charges are voided. Orders for physical goods on backorder, such as manuals, are suppressed until receipt of the backordered inventory. The agreement of the Daily Sales Report with the Credit Card Report as adjusted is verified.

Digital River also ties out credit card receipts with its own records. Each day the Sales Summary is matched to the Credit Card Report. Summary reconciled data is entered into Digital River's accounting system. That accounting information is then matched to the daily credit card deposits on the company's bank statement. Digital River's system ensures accuracy through the cross-footing of records from internal data such as server logs with external records like credit card transactions.

Digital River's books are audited annually by Arthur Andersen LLP. In addition, Digital River clients wishing to have their own audit of sales performed may do so according to the terms of their contract. A typical audit would use sampling techniques to test transactions and trace the flow of information among all the internal Digital River records as well as external sources such as bank statements and credit card processor statements. The auditors would then issue a report summarizing the procedures performed. In the unlikely event that sales are deemed by the auditors to have been inaccurately reported, outside the maximum established by the client contract, the auditors would proceed to quantify the difference. Digital River would then pay that difference to the client.

Summary

Without appropriate attention to the unique technological concerns raised by electronic commerce, an online store risks losing not only the efficiencies promised by digital technologies but the simple functionalities found in traditional stores. Beyond the basic components of a traditional store, such as inventory management, store design, and pricing, online stores need to pay particular attention to security, scalability, auditing procedures, and site management. As the technology develops, collaborative filtering, intelligent agents and extensive buying-pattern databases will bring us closer to the one-to-one marketing ideal where price and product bundling, cross-selling and relationship management are optimized.

At the same time, ease of use and transparency to both the customer and the vendor are equally paramount to a successful online environment. Efficient site management requires intelligently designed templates and options that give each site a unique look and feel without sacrificing ease of use. A robust system allows for scalability to accommodate a diverse product line and demanding consumers.

Digital River, with its network of dealers and developers, experience in business implementation and years of software technology development, has managed thousands of individual Internet commerce sites in a scalable, seamless fashion. As the Internet and electronic commerce evolves and matures, Digital River will develop new technologies to meet those challenges and wring further efficiencies by taking advantage of

more granular information about customers and creating more powerful
site development tools.